

NEW APPLICATION

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP



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ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

Arizona Corporation Commission
DOCKETED

NOV 13 2009

November 4, 2009



Via UPS

Mr. Brian C. McNeil
Executive Secretary
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

T-04146A-

T-04146A-09-0523

Re: *Informational Filing Regarding a Change in Ownership of NobelTel, LLC*

Dear Mr. McNeil:

NobelTel, LLC ("NobelTel" or "Company"), by its counsel, hereby respectfully advises the Arizona Corporation Commission ("Commission") of the proposed transfer of 100% ultimate ownership and control of NobelTel from its current owners, Michael Knobel and Thomas Knobel (the "Knobels"), to a new owner, Mr. Richard Mahfouz ("Mr. Mahfouz"). After completion of the transaction described herein, Mr. Mahfouz will indirectly own 100% of the Company. NobelTel is a competitive carrier that provides resold long distance telecommunications services to customers virtually nationwide, including in Arizona. NobelTel submits that the transfer of control does not require prior Commission approval, and thus, this information is being submitted to the Commission for informational purposes only.

In support of this notification, the Company provides the following information:

NobelTel. NobelTel is a Delaware limited liability company located at 5857 Owens Avenue, Suite 202, Carlsbad, CA 92008. NobelTel provides a variety of interexchange resale services, including prepaid and postpaid card services, to residential and business end users as well as on a wholesale basis to other telecommunications carriers. NobelTel provides resold interstate service and intrastate interexchange service in all states and the District of Columbia, except for Alaska. In Arizona, NobelTel is authorized to provide resold interexchange telecommunications services pursuant to Decision No. 65989 in Docket No. T-04146A-02-0772. NobelTel also provides

international service pursuant to its Section 214 authorization granted by the Federal Communications Commission. NobelTel will continue to hold its telecommunications authorizations following the transfer of control.

NobelTel is a direct, wholly owned subsidiary of Nobel, Inc., a privately held Delaware corporation located at the same address. Currently, the Knobels together hold 100% of the stock of Nobel, Inc. and thus, indirectly, 100% of the Applicant. Mr. Thomas Knobel holds 96% of Nobel, Inc. and Mr. Michael Knobel holds 4% of Nobel, Inc.

Description of the Transaction. The transfer of control will result from the indirect acquisition by Mr. Mahfouz of 100% ownership of NobelTel. Pursuant to a Stock Purchase Agreement dated October 26, 2009 among the Knobels, Nobel, Inc. and Nobel Holding, Inc. ("Nobel Holding") (the "Agreement"), Nobel Holding will purchase 100% of the shares of Nobel, Inc. Nobel Holding is a newly-formed holding company that is wholly owned by Mr. Mahfouz. Following the closing of the transaction, NobelTel will be ultimately 100% owned and controlled by Mr. Mahfouz, a U.S. citizen. The Knobels will no longer have any interest in NobelTel.

The current customers of NobelTel will continue to be served by NobelTel pursuant to its existing telecommunications authorizations. The transaction will be entirely transparent to customers, who will enjoy the same rates, terms and conditions of service as they do prior to the closing. Customers will use the same contact information for inquiries or other communications with the Company. Indeed, despite the change in ownership, the Company does not anticipate any change in the management of operational personnel as a result of the transaction, thus maintaining the managerial and technical expertise of the company. Therefore, the transaction will be seamless and transparent to customers.

A diagram showing the corporate structure of the Company currently and post-close is provided in *Exhibit A*.

Public Interest Considerations. The proposed transfer of control described herein will serve the public interest. Mr. Mahfouz's indirect acquisition of 100% of Nobel, Inc. will enable NobelTel to continue to enhance and expand the services that it offers to its customers. As the existing President and CEO of NobelTel, Mr. Mahfouz will ensure that the company will continue to be operated efficiently going forward.

The proposed transaction does not involve any assignment of licenses or customers. All current customers of NobelTel will continue to be served by NobelTel pursuant to its existing telecommunications authorizations. The transaction will be transparent to customers who will continue to receive their existing services at the same rates, terms and conditions as at present. Any future changes in the rates, terms and conditions of service will be made pursuant to Commission requirements. The

Company's management team, which will remain in place post-close, has extensive experience in providing quality communications services.

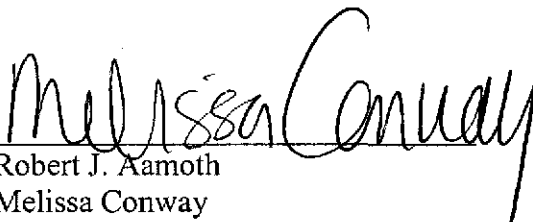
Furthermore, the proposed transaction will not have a negative impact on competition. The Company is a non-dominant carrier that will continue to compete with Verizon, AT&T, and other carriers in the long distance markets for 1+, international, and calling card services. No existing or potential competitors will be eliminated as a result of the proposed transaction.

The Company submits that no prior Commission approval is required for NobelTel to consummate the proposed transaction described herein. Should the Commission believe that any action is required, NobelTel respectfully requests that the Commission notify the undersigned at its earliest convenience. In the absence of any response from the Commission, the Company will proceed with its plans to consummate the transaction as contemplated.

Enclosed please find thirteen (13) copies, a duplicate copy and a self-addressed, postage-paid envelope. Please date-stamp the duplicate copy upon receipt and return it in the envelope provided. Should the Commission have any questions regarding this matter, please do not hesitate to contact Melissa Conway at (202) 342-8552.

Respectfully submitted,

NobelTel, LLC

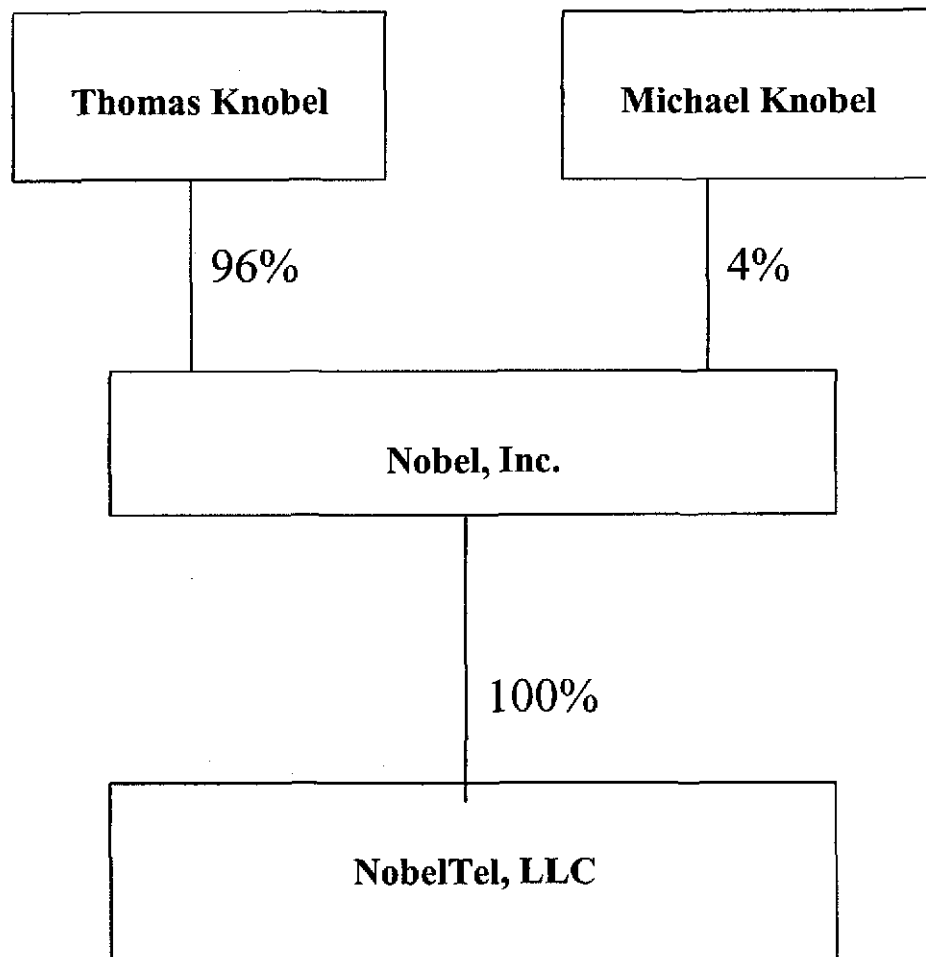


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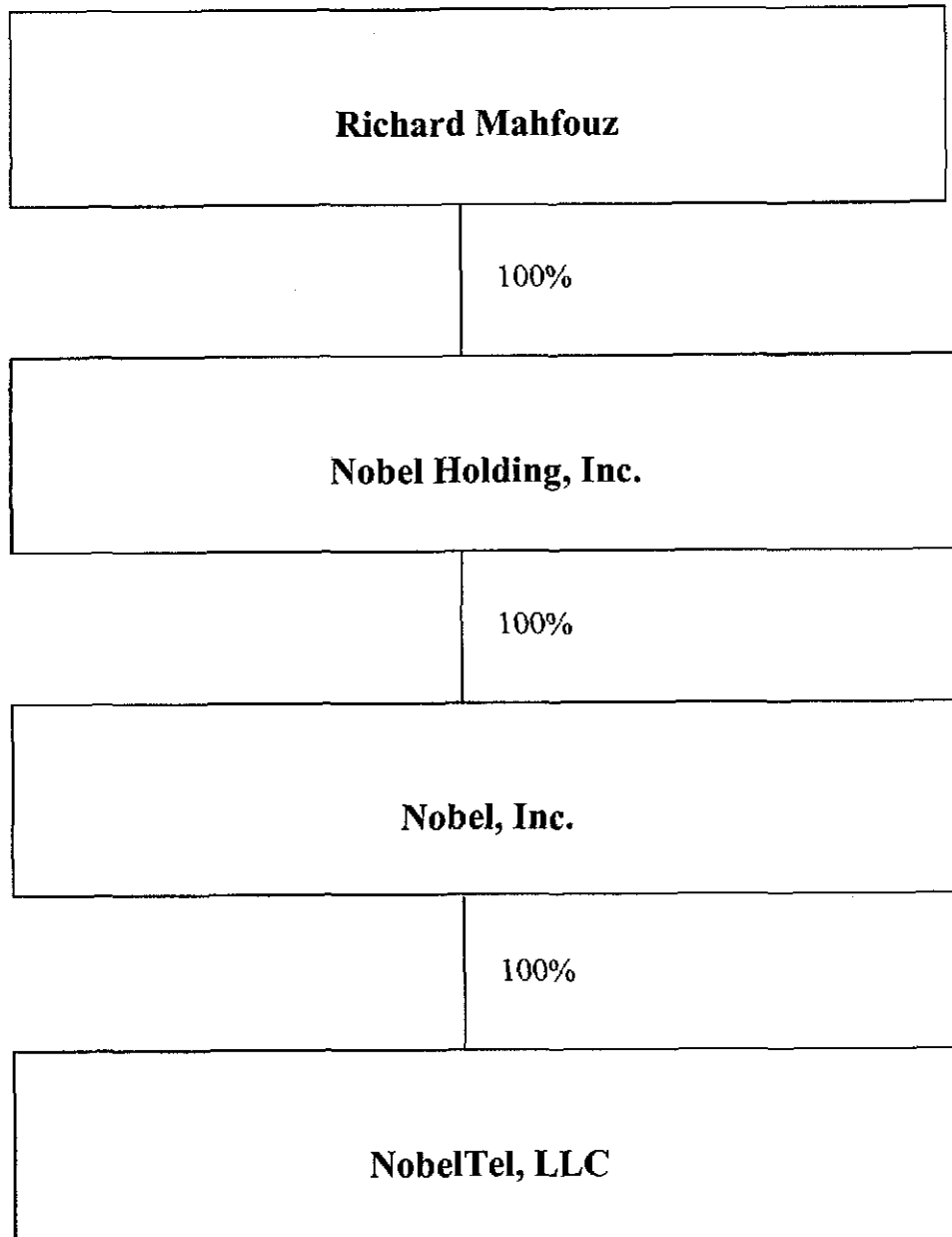
Its Counsel

EXHIBIT A

Current Ownership of NobelTel



Post-Close Ownership of NobelTel



VERIFICATION

I, Richard L. Mahfouz, am President of NobelTel, LLC ("NobelTel") and am authorized to represent it and its affiliates, and to make this verification on their behalf. The statements in the foregoing document relating to NobelTel and its affiliates, except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

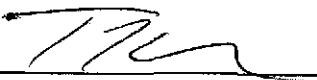
I declare under penalty of perjury that the foregoing is true and correct.



State of California

County of San Diego

Subscribed and sworn to (or affirmed) before me on this 26 day of October 2009, by Richard L. Mahfouz, proved to me on the basis of satisfactory evidence to be the person who appeared before me.


Notary Public